

State of Idaho

Office of the Secretary of State

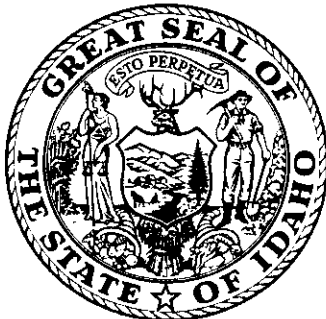
**CERTIFICATE OF AUTHORITY
OF
BARNES & NOBLE, INC.**

File Number C 153997

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: 5 April 2004



Ben Yursa

SECRETARY OF STATE

By *Sally Lloyd*

FILED EFFECTIVE

202 -



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

04 APR -5 PM 12:09

SECRETARY OF STATE
STATE OF IDAHO

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is:

BARNES & NOBLE, INC.

2. The name which it shall use in Idaho is: _____

3. It is incorporated under the laws of: DELAWARE

4. Its date of incorporation is: NOVEMBER 19, 1986

5. The address of its principal office is:

122 FIFTH AVENUE, NEW YORK, NY 10011

6. The address to which correspondence should be addressed, if different from item 5, is: _____

7. The street address of its registered office in Idaho is: 355 W. MYRTLE, SUITE 102, BOISE, ID 83702

and its registered agent in Idaho at that address is: CAPITOL CORPORATE SERVICES, INC.

8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
See attached officers/directors rider		
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: MARCH 30, 2004

Signature: _____

Typed Name: JAY M. NORMAN

Capacity: ASSISTANT SECRETARY

Customer Acct #:

(If using pre-paid account)

Secretary of State use only

8:00pm 04/05/2004
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Revise 07/2002

IDAHO SECRETARY OF STATE
04/05/2004 05:00
CK: 28956 CT: 19577 BH: 737318
1 @ 100.00 = 100.00 AUTH PRO # 6
1 @ 20.00 = 20.00 EXPEDITE C # 7

C 153997

BARNES & NOBLE, INC.

ROSTER OF OFFICERS AND DIRECTORS

AS OF JANUARY 1, 2003

<u>OFFICE</u>	<u>NAME</u>	<u>BUSINESS ADDRESS</u>	<u>HOME ADDRESS</u>
Chairman of the Board	Leonard Riggio	122 Fifth Avenue New York, NY 10011	720 Park Avenue New York, NY 10021
Vice Chairman and Chief Executive Officer	Stephen Riggio	122 Fifth Avenue New York, NY 10011	31 Post Kunhardt Road Bernardsville, NJ 07924
Chief Operating Officer	Mitchell S. Klipper	122 Fifth Avenue New York, NY 10011	3 Clearmeadow Lane Woodbury, NY 11797
Chief Financial Officer	Lawrence S. Zilavy	122 Fifth Avenue New York, NY 10011	170 West End Avenue New York, NY 10023
Executive Vice President, and President, Barnes & Noble Publishing Group	J. Alan Kahn	122 Fifth Avenue New York, NY 10011	50 Central Park West, 5B New York, NY 10023
Executive Vice President, Distribution and Logistics	William F. Duffly	100 Middlesex Center Boulevard Jamesburg, NJ 08831	47 Crocker Mansion Drive Mahwah, NJ 07430
Senior Vice President, Corporate Communications	Mary Ellen Keating	122 Fifth Avenue New York, NY 10011	69 Fifth Avenue, 7F New York, NY 10003
Vice President, Barnes & Noble Development	David S. Deason	1501 LBJ Freeway, Suite 290 Dallas, TX 75234	2001 Brabant Drive Plano, TX 75025
Vice President and Chief Information Officer	Gary A. King	122 Fifth Avenue New York, NY 10011	470 West End Avenue, 12E New York, NY 10024
Vice President and Chief Marketing Officer	Marla Jackson	122 Fifth Avenue New York, NY 10011	6 Peter Lynas Court Tenafly, NJ 07670
Vice President, Controller	Joseph Lombardi	122 Fifth Avenue New York, NY 10011	7 Fairway Court Scotch Plains, NJ 07076
Vice President, Treasurer	John Weisenseel	122 Fifth Avenue New York, NY 10011	22 Holly Road New Canaan, CT 06840
Vice President, Human Resources	Michelle L. Smith	122 Fifth Avenue New York, NY 10011	3537 Stratford Road Wantagh, NY 11793
Vice President, Tax and Assistant Secretary	Thomas Holland	122 Fifth Avenue New York, NY 10011	6 Concord Drive Kendall Park, NJ 08824

BARNES & NOBLE, INC.**ROSTER OF OFFICERS AND DIRECTORS (Continued)****AS OF JANUARY 1, 2003**

<u>OFFICE</u>	<u>NAME</u>	<u>BUSINESS ADDRESS</u>	<u>HOME ADDRESS</u>
Secretary and Director	Michael N. Rosen	Bryan Cave LLP 1290 Avenue of the Americas New York, NY 10104	50 East 79th Street New York, NY 10021
Assistant Secretary	Elizabeth Thomas	122 Fifth Avenue New York, NY 10011	3 Briar Way Belle Mead, NJ 08502
Assistant Secretary	John McSweeney	122 Fifth Avenue New York, NY 10011	95 Revere Road Manhasset, NY 11030
Assistant Secretary	Stuart A. Gordon	Bryan Cave LLP 1290 Avenue of the Americas New York, NY 10104	40 East 94th Street New York, NY 10128
Assistant Secretary	Jay M. Dorman	Bryan Cave LLP 1290 Avenue of the Americas New York, NY 10104	729 Bunker Road North Woodmere, NY 11581
Director	Matthew A. Berdon	F.B. & Co. LLP 19 West 44th Street, 11th Floor New York, NY 10036	911 Park Avenue, 4A New York, NY 10022
Director	Michael Del Giudice	Millenium Credit Markets LLC One Rockefeller Plaza, Suite 2330 New York, NY 10020	15 West 53rd Street, 15F New York, NY 10019
Director	William Dillard, II	Dillard's, Inc. 1600 Cantrell Road Little Rock, AR 72201	6 Edgehill Road Little Rock, AR 72207
Director	Irene R. Miller	Akim, Inc. 186 Riverside Drive, 10E New York, NY 10024	186 Riverside Drive, 10E New York, NY 10024
Director	Margaret T. Monaco	Merrill Lynch Ventures, LLC 4 World Financial Center, 23rd Floor New York, NY 10080	83 Devon Road Essex Fells, NJ 07021
Director	William Sheluck, Jr.	36 Greenleaf Farms Road Newtown, CT 06470	36 Greenleaf Farms Road Newtown, CT 06470

Delaware

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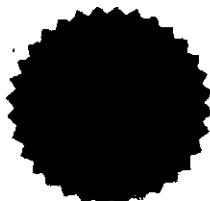
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BARNES & NOBLE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF APRIL, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BARNES & NOBLE, INC." WAS INCORPORATED ON THE NINETEENTH DAY OF NOVEMBER, A.D. 1986.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3028500

DATE: 04-01-04

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